

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC**

ATTORNEYS AT LAW

HISTORIC CASTNER-KNOTT BUILDING
618 CHURCH STREET, SUITE 300
NASHVILLE, TENNESSEE 37219

Telephone: (615) 726-1200
Facsimile: (615) 726-1776

REC'D TN
REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY

Writer's Direct Dial:
615-687-4230

Charles B. Welch, Jr.
cwelch@farrismathews.com

May 29, 2002

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37201

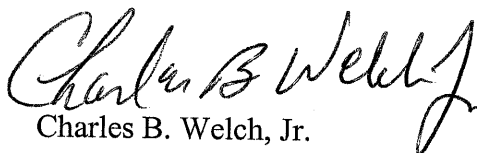
Re: In the Matter of Petition of Tennessee UNE-P Coalition to Open Contested Case
Proceeding to Declare Unbundled Switching an Unrestricted Unbundled Network
Element, TRA Docket No. 02-00207

Dear Mr. Waddell:

Enclosed herewith are the original and thirteen copies of the signature page to the Proposed Protective Order filed by BellSouth Telecommunications, Inc. on May 24, 2002, which includes my signature evidencing my agreement with the terms therein the above-captioned proceeding.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC


Charles B. Welch, Jr.

CBW:lw

Enclosures

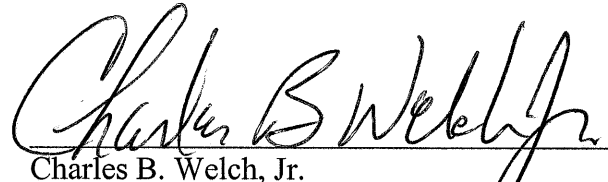
cc: Guy Hicks, Esq.

ATTEST:

EXECUTIVE SECRETARY

APPROVED FOR ENTRY:

Guy M. Hicks
Attorney for BellSouth
Telecommunications, Inc.



Charles B. Welch, Jr.
Attorney for Time Warner Telecom of the
Mid-South, L.P.

Henry Walker
Attorney for ACCESS Integrated
Networks, Inc.; AT&T Communications
of the South Central States, Inc.; Birch
Telecom of the South, Inc.; Ernest
Communications, Inc.; Mclmetro Access
Transmissions Services, LLC; MCI
WorldCom Communications, Inc.;
NewSouth Communications Corp. and
Z-Tel Communications, Inc.

Andrew Isar
Attorney for Association of Communication
Enterprises

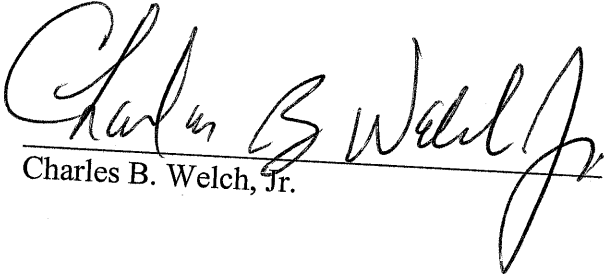
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served via U.S. Mail, postage prepaid, upon the following, this the 29th day of May, 2002.

Guy Hicks, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201-3300

Andrew Isar, Esq.
Association of Communications Enterprises
7901 Skansie Ave., #240
Gig Harbor, WA 98336

Henry Walker, Esq.
Boult, Cummings, Conners & Berry, PLC
414 Union St., Suite 1600
P.O. Box 198062
Nashville, TN 37219


Charles B. Welch, Jr.